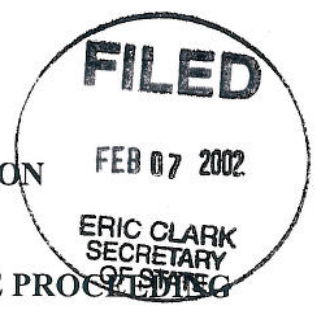


MISSISSIPPI SECRETARY OF STATE
BUSINESS REGULATION AND ENFORCEMENT DIVISION



IN THE MATTER OF:

ADMINISTRATIVE PROCEEDING
NUMBER: 02-021

MILLENICOM, INC.
WALTER W. KNITTER

RESPONDENTS

FINAL CEASE AND DESIST ORDER

I. JURISDICTION

COMES NOW, James O. Nelson, II, Assistant Secretary of State, on behalf of Eric Clark, Secretary of State for the State of Mississippi (the "Secretary"), after having served a Summary Cease and Desist Order on Respondents and said Respondents having wholly failed to respond within the time allowed by the applicable rules hereby issues this final order regarding Respondents' violation of the Mississippi Securities Act, Miss. Code Ann. §75-71-101, et seq. (Rev. 2001).

II. FINDINGS OF FACT

1. Respondent, MILLENICOM, INC., is a business corporation organized under the laws of the state of Delaware whose last known business addresses are 2212 E. 4th Avenue, Tampa, FL 33605 and 1755 S. Naperville Road, Wheaton, IL 60187.
2. Respondent, WALTER W. KNITTER is an adult natural person whose last known address is 303 South President Street, Wheaton, IL 60187 and who at all times relevant herein directly or indirectly controlled MILLENICOM, INC., and who was at times relevant herein President of MILLENICOM, INC.
3. Respondents sold the investments to Mississippi residents purportedly for the purpose of enabling investors to earn profits by entering into promissory notes for MILLENICOM, INC.

To effect the sale of these promissory notes, MILLENICOM, INC. employed agents, one of whom being ALLEN HANCOCK.

4. A check of the records required to be maintained by the Division reveals that ALLEN HANCOCK is not registered to sell securities in the State of Mississippi.
5. A check of the records required to be maintained by the Division reveals no registration or granted exemption for any securities offered, sold or issued by MILLENICOM, INC. in the state of Mississippi.
6. Respondents misrepresented material facts or omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading in connection with the sale of the interests to Mississippi investors, including, but not limited to:
 - A. Respondents failed to disclose to investors the fact that the investment interests were securities, which were neither registered nor exempt from registration under Mississippi law.
 - B. Respondents failed to disclose to investors that MILLENICOM, INC. employed unregistered agents to sell securities on its behalf in Mississippi.
7. A Summary Cease and Desist Order was entered against the Respondents on October 18, 2000. Respondents were served with a certified copy of the Summary Order as evidenced by the certified mail receipts attached hereto as collective Exhibit A.
8. Respondents failed to request a hearing or otherwise respond to the Summary Order within the thirty (30) days time frame prescribe in Securities Act Rule 803 (A). Therefore, entry of a Final Order is appropriate.

III. APPLICABLE LAW

1. With respect to the offer and sale of securities, §75-71-401 of the Act states:

...it is unlawful for any person to offer or sell any security in the State of Mississippi unless (1) it is registered under this chapter or (2) the security or transaction is exempted under Article 3 of this chapter....

2. With respect to issuing securities through agents, §75-71-301 of the Act states:

...it is unlawful for any ... issuer to employ an agent unless the agent is registered... [and] it is unlawful for any person to transact business in this state as a[n] agent unless he is registered under this chapter.

3. §75-71-105(i) of the Act states:

“Person” means an individual,...corporation [or] partnership....

4. §75-71-105(1) of the Act states:

“Security” means any note; stock; treasury stock; bond; debenture; evidence of indebtedness; certificate of interest or participation in any profit-sharing agreement....

5. §75-71-119 of the Act states:

- (a) ...Section ...75-71-401...appl[ies] to persons who sell or offer to sell when (1) an offer to sell is made in this state....
- (b) an offer to sell is made in this state, whether or not either party is then present in this state, when the offer (1) originates from this state or (2) is directed by the offeror to this state...

IV. CONCLUSIONS OF LAW

1. The investments offered and sold by Respondents MILLENICOM, INC. and WALTER W. KNITTER are securities as that term is defined in §75-71-105(n) of the Act.
2. These securities are not eligible for exemption from registration under the Act.
3. These securities have been offered and sold to residents of the State of Mississippi as defined in §75-71-119 of the Act.
4. These securities have not been duly registered in violation of §75-71-401 of the Act.
5. Respondents hired an agent for the purpose of selling the securities of an issuer, namely ALLEN HANCOCK, who was not registered to do so in Mississippi, thereby violating §75-71-301 of the Act.

V. PUBLIC INTEREST

This Final Cease and Desist Order is issued in the public interest and for the protection of investors consistent with the purposes of this Act.

VI. ORDER

IT IS THEREFORE ORDERED, pursuant to the authority set out in §75-71-715(1) of the Act, that Respondents MILLENICOM, INC. and WALTER W. KNITTER, shall permanently **CEASE AND DESIST** FROM ACTIVITY IN, OR ORIGINATING FROM, THE STATE OF MISSISSIPPI in connection with the offer and/or sale of securities to any person without the securities being duly registered or exempted from registration under the Act.

BE ADVISED THAT, pursuant to §75-71-735 of the Act, a willful violation of this Final Cease and Desist Order may be punishable upon conviction by a fine of not more than twenty-five thousand dollars (\$25,000) or five (5) years imprisonment, or both in addition to civil and administrative remedies available to the Division.

Entered, this the 10th day of FEBRUARY, 2002.

ERIC CLARK
Secretary of State

BY:


James O. Nelson, II
Assistant Secretary of State

PREPARED BY:
Tanya G. Webber
Senior Attorney
MSB #99405
P.O. Box 136
202 North Congress St.
Jackson, MS 39205-0136

Telephone Contact:
(601) 359-6364

STATE OF MISSISSIPPI	
I hereby certify that this is a true and complete copy of	
the	<u>5</u> page document on file in this office
DATED	<u>February 7</u> , 20 <u>02</u>
BY	<u>Eric Clark</u>
This Certification Stamp Replaces Our Previous Certification System	

CERTIFICATE OF SERVICE


I, Tanya G. Webber, do hereby certify that I have, this day, mailed via United States Certified Mail, return receipt requested, postage pre-paid, a true and correct copy of the above and foregoing Final Cease and Desist Order to the following:

Millenicom, Inc.
2212 E. 4th Avenue
Tampa, FL 33605

Millenicom, Inc.
1755 S. Naperville Road
Wheaton, IL 60187

Walter W. Knitter
303 South President Street
Wheaton, IL 60187

This the 6th day of February, 2002.



TANYA G. WEBBER
Senior Attorney

CERTIFICATE OF SERVICE

I, William E. Chapman, III, Assistant Secretary of State, State of Mississippi, Business Regulation and Enforcement Division, do hereby certify that I have this day mailed, via United States Mail, postage pre-paid, a true and correct copy of the above and foregoing Summary Cease and Desist Order to the following:

Millennicom, Inc.
2212 E. 4th Avenue
Tampa, FL 33605

Millennicom, Inc.
1755 S. Naperville Road
Wheaton, IL 60187

Walter W. Knitter
1318 S. Finley Road
Lombard, IL 60148

This the 18th day of October, 2000.



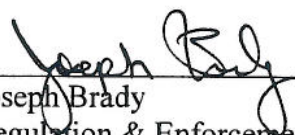
William E. Chapman, III

AMENDED CERTIFICATE OF SERVICE

I, Joseph Brady, do hereby certify that I have, this day, mailed via United States Certified Mail, return receipt requested, postage pre-paid, a true and correct copy of the above and foregoing Summary Cease And Desist Order to the following:

Walter Knitter
303 South President Street
Wheaton, IL 60187

This the 16th day of April, 2001.



Joseph Brady
Regulation & Enforcement

